

ROCKWELL MEDICAL, INC.
Form 8-K
January 29, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 28, 2013

ROCKWELL MEDICAL, INC.

(Exact name of registrant as specified in its charter)

Michigan
(State or other jurisdiction

of incorporation)

000-23661
(Commission

File Number)

38-3317208
(IRS Employer

Identification No.)

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30142 Wixom Road, Wixom, Michigan 48393

(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code (248) 960-9009

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.02 Unregistered Sales of Equity Securities.

On January 28, 2013, Rockwell Medical, Inc. (the Company) and the holders of the remaining unexercised warrants to purchase Company common stock at \$7.18 per share in cash issued in the Company s November 2007 private offering (the Private Offering Warrants) agreed to further extend the expiration date for the Private Offering Warrants from January 28, 2013 to July 31, 2013. The Private Offering Warrants became exercisable on November 28, 2008 and 1,008,336 remain outstanding and unexercised. To the extent the amendments constitute an issuance of securities, the deemed exchange of the original warrants for warrants with the modified terms for no additional consideration and without paying remuneration for soliciting such exchange was exempt under Section 3(a)(9) of the Securities Act.

The foregoing does not purport to be a complete description of the warrant amendment and is qualified in its entirety by reference to the full text of the warrant amendment, which is attached hereto as Exhibit 4.17 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

| Exhibit number | Exhibit Description |
|-----------------------|--|
| 4.17 | Form of Amendment to Common Stock Warrant, dated as of January 28, 2013, amending warrants issued in private offering in November 2007 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ROCKWELL MEDICAL, INC.

Date: January 28, 2013

By: /s/ Thomas E. Klema
Thomas E. Klema
Its: Chief Financial Officer